

**Mt. Vernon Belvedere Improvement Association
By-Laws**

(2007 Revision)

ARTICLE I

Name and Area of Jurisdiction

Section 1: Name. The name of the Association (hereinafter also referred to as "the Association" is the MOUNT VERNON BELVEDERE IMPROVEMENT ASSOCIATION, INC., a non-profit organization.

Section 2: Boundaries. Boundaries of the Association's jurisdiction shall be Howard Street on the West, Mulberry Street on the South, the center of the Jones Falls Expressway (I-83) on the East and North to its intersection with Howard Street. The boundaries of the Association's jurisdiction may from time to time be altered by recommendation of the Board of Directors and by a two-thirds (2/3) vote of the Association members present and voting at the next regular membership meeting following the Board's recommendation.

ARTICLE II

Statement of purpose

Section 1: As stated in the original Articles of Incorporation, the purpose of the Association shall be the aims and activities of a neighborhood improvement association in an inner city; to promote the common good and general welfare of the people of such a community and its desirable growth and revitalization, consistent with the preservation of its distinctive character and past.

ARTICLE III

Membership

Section 1: Eligibility. Membership in the Association is open to all persons who reside within the boundaries of the Association; own, operate or are officers representing businesses located with the same boundaries; practice any profession within the same boundaries' or who represent cultural, educational, or religious institutions located with the boundaries (with a limit of one voting membership for those businesses or institutions).

Section 2: Categories of Membership: Thus, there shall be seven (7) categories of membership as follows:

- a) *Tenant:* Those paying rent for residential accommodation
- b) *Homeowner:* Those who own the residence in which they live
- c) *Professional or Business:* Those who do not reside within the Association's boundaries, but who practice a profession or conduct a business with the Association boundaries
- d) *Institutional:* Those who do not necessarily reside within the Association's boundaries, but who practice a profession or conduct a business with the Association's boundaries.
- e) *Benefactor (Voluntary):* For larger business, professionals, and institutions
- f) *Sustaining (Voluntary)*
- g) *Other:* Full time students at an institution of higher education, individuals who are 65 years of age or older, additional residents of a unit occupied by a full dues-paying member, and interested individuals who do not qualify for any other category of membership. Such individuals may not vote at membership meetings or serve as an officer or member of the Board of Directors unless they qualify for another category of membership.

ARTICLE IV

Dues

Section 1: Amount. Upon recommendation of the Board of Directors, the Association shall establish a dues schedule for each membership category that includes both annual and life memberships. Once adopted, the dues schedule shall remain in effect until the Association approves a change. Any change in the amount of annual dues shall take effect at the beginning of the calendar year following the date on which the change is approved. Any change in the amount of dues for life memberships shall take effect whenever the change is approved.

Section 2. Payment: New annual and life members must pay dues in advance to become members in good standing. Annual memberships expire at the end of each calendar year and must be renewed by

March 1st of the following year to avoid withdrawal of "good standing" status. Life memberships by their very nature do not need to be renewed. A third-party payment of dues for any member will not be accepted unless the President and Treasurer jointly determine that a hardship exists.

Section 3. New Member Incentive: *Any new annual member who has never previously been a member and who joins the Association after September 30th in a calendar year by making an annual dues payment will be entitled to remain a member in good standing through the end of the following calendar year without paying any additional dues".*

Furthermore, in order to encourage new members to join the Association during the various events that take place in the neighborhood (such as Flower Mart and the Book Fair) and/or membership drives, the Membership Committee Chair is authorized to set and offer a discount. The amount of the discount, which as noted above can only be offered during special events and/or membership drives, cannot exceed 50% of the value of the membership in question. A discount can only be given to the following membership categories:

- *Homeowner – This category is also referred to as "Individual" and "Family/Dual"*
- *Renters – This category is also referred to as "Individual" and "Family/Dual"*
- *Others - This category is also referred to as "Students", "Senior Citizen" and "Senior Citizens-Family Dual".*

ARTICLE V

Board of Directors

Section 1. Purpose and Function: The purpose and function of the Board of Directors of the Association (hereinafter also referred to as "the Board") shall be to provide advice and consent to the Chief Executive Officer of the Association in the day-to-day management of the Association's affairs; to meet and act as a board and adopt such rules and regulations for the conduct of meetings and management of the Association as are deemed proper, not inconsistent with the Articles of Incorporation and By-laws of the Association; to participate in the planning of the meetings of the Association' to prepare recommendations for the membership; to approve the expenditures funds by the officers of the Association; to approve and adopt a budget for the Association each year; to receive an annual statement of income and expense and provide for its audit; to act on behalf of the issue(s) at a general meeting of the full membership; and to executive such additional duties as may be required by these Bo-laws, as amended from time to time.

Section 2. Composition: The Board shall consist of five elected officers defined in Article VI; six other elected Board members; all living past Presidents of the Association; and up to three representatives of major businesses and institutions located within the Association's boundaries, appointed by the President with the approval of a majority of elected members of the Board. Each member of the Board shall have one vote on matters brought before the Board except for past Presidents, who are non-voting members.

Section 3. Meetings of the Board: The Board of Directors shall meet at least once each month (except for the months of August and December). The date, time and place of each such meeting shall be announced at the previous meeting of the Board of Directors and at the previous general membership meeting. The agenda of the meeting shall be provided to all directors in advance. With the exception of any new business which might be brought up be a member on the floor, the Board must approve the agenda for the Association's general meeting. In the case of late-developing issues which come to the President's attention after a Board meeting and which should be addressed at an Association meeting, the President should poll and receive the approval of the majority of the Board, before the start of the Association's meeting, that such issues should be placed on the agenda. Special meetings of the Board of Directors may be called by the President, or by a call of six (6) directors other than the President, provided that the reason(s) for such special meetings be given to all Directors at least two (2) full days before the scheduled date of such special meeting.

Section 4. Quorum: A simple majority of elected members of the Board shall constitute a quorum for the transaction of business at a Board meeting.

Section 5. Removal of Directors. A Director who is negligent or delinquent in his duties, such negligence to include, but not necessarily limited to, the absence from any three (3) consecutive Board meetings, not including special Board meetings, may be removed by a two-thirds (2/3) vote of the members attending a general meeting of the Association, provided notice of such action is included in the agenda for said meeting published in the regular newsletter of the Association.

Section 6. Vacancies: The Board of Directors, at any regular meeting of the Board, shall have the power to fill a vacancy occurring in any directorship with any member of the Association for the unexpired portion of the current calendar year, provided that appointment is approved by two-thirds (2/3) vote of the members present and voting, and provided prior notice has been given to the membership. The balance of the term is to be filled in the course of the next election.

Section 7. Terms: All terms of office for elected members commence on January 1st of the year following the date of the election. Officers are elected for two-year terms at elections held in even-numbered years. The terms of appointed members expire concurrently with the terms of officers. There is no limit to the number of terms a member of the Board may be elected or appointed to serve.

ARTICLE VI

Officers

Section 1. Officers: To administer the affairs of the Association, the following officers shall be elected by a majority vote of eligible members voting at the annual meeting in November.

- a) President
- b) Vice President
- c) Recording Secretary
- d) Corresponding Secretary
- e) Treasurer

No officers may not hold more than one office concurrently.

Section 2. Terms: Officers shall commence their terms on January 1st, following their election and shall serve two (2) years, barring death, resignation, or removal. There is no limit to the number of terms an individual may be elected to or serve as an officer.

Section 3. Duties: Each officer shall serve as a voting member of the Board of Directors. Specific duties are as follows:

President: The President shall be the Chief Executive Officer of the Association.

- a. The President shall, when present, preside at all Board and General Membership meetings of the Association.
- b. The President shall have general management and direction of the activities of the Association and all powers ordinarily by the President of an organization.
- c. The President shall prepare the agenda for all meetings of Directors and the general membership, subject to the approval of the Board of Directors and shall call special meetings of the members and directors, consistent with these By-Laws.
- d. The President shall sign all contracts and agreements in the name of the Association following a Resolution of the Board of Directors.
- e. The President shall sign all notices, checks, drafts, warrants, or other orders for the payment of money which are drawn, and also signed by the Treasurer.
- f. The President shall serve as the representative of the Association at meetings and in discussions with public and private agencies, unless the Directors authorize a special committee or individual to represent the Association.
- g. The President shall have such other powers and duties as may, from time to time, be assigned by the Board of Directors.

Vice-President: The Vice President shall, in the absence of the President, perform all duties and have all the powers of the President.

- a. The Vice President shall also have such additional powers and duties as may be assigned by the President or the Board of Directors.

Recording Secretary: The Recording Secretary shall keep accurate records of all Board and Membership meetings of the Association.

- a. The Recording Secretary shall keep a record of those members who attend each meeting.

- b. In the event of a vote challenge, it shall be the responsibility of the Recording Secretary to ascertain from a review of the membership rolls and membership cards whether an individual is entitled to vote.
- c. Unless waived, the minutes of the preceding Board and Membership meetings shall be read at each Membership meeting of the Association and submitted to the membership for their approval or amendment.

Corresponding Secretary: The Corresponding Secretary shall prepare and send notices and answer any and all correspondence at the direction of the President and prepare for the President's signature official statements of the Association's position on various issues which need to be communicated to the proper agencies, authorities, organizations, or individuals. Such correspondence shall be made available, upon request, for inspection by any member.

Treasurer: The Treasurer shall be responsible for all funds in the name of the Association and shall deposit all funds in a bank designated by the Board of Directors.

- a. The Treasurer shall have major responsibility for the collection of dues each year and shall bring to each meeting of the Association, an up-to-date record of all paid and unpaid members.
- b. Unless specifically waived, the Treasurer shall make a report to the membership at each Association meeting of the financial condition of the Association.
- c. The Treasurer shall also prepare and submit to the Board a budget at the start of each year, projecting income and expenditures, which budget shall be adopted or amended.
- d. The Treasurer shall prepare an annual report of the income and expenses and submit same to the Board of Directors.

Section 4. Vacancies: The Board of Directors, at any regular Board meeting, shall have the power to fill a vacancy occurring in any office with any member of the Association, with the concurrence of a majority of the directors present and voting. At the next regular Membership meeting thereafter, the President shall announce the name of the new officers and the reason for the vacancy that was filled.

ARTICLE VII

Membership Meetings

Section 1. Membership Meetings: General Membership meetings of the Association shall be held on the third Tuesday of each month except August and December. All meetings are open to the public and to the press.

Section 2. Notice: The exact time, place and agenda of the monthly membership meeting shall be published in the monthly newsletter of the Association.

Section 3. Voting: Only members whose dues are fully paid, according to the records of the Association, may vote on any issue at membership meetings except for the November meeting for the election of Board of Directors and Officers, any individual who pays dues before the opening of a regular membership meeting may be considered a member in good standing for that meeting and entitled to vote on any issue. Members who wish to vote in the November elections must be fully paid, according to the Association's records, by the close of the October meeting. Challenges to the status of an individual observed voting may be made by any member. Such challenge shall be resolved by the President, following a review of the Association's records.

Section 4. Quorum: A minimum of twenty five (25) members in good standing shall constitute a quorum for the transaction of business at a regular Membership meeting.

Section 5. Proxies: No votes shall be accepted by means of a proxy.

Section 6. New Business: While it shall be the privilege of any member in good standing to bring up an item for the consideration of the membership at a regular membership meeting, and without prior notice, it shall not be in order to request a vote on such an issue at that time, unless a majority of the Board of Directors, a quorum of same being present, approves a waiver. Such items would normally lay over until the next regular membership meeting.

ARTICLE VIII

Elections

*Section 1. **Annual Meeting:*** The November meeting of the membership shall be designated the Annual Meeting of the Association and at this meeting, in addition to any other appropriate business, the election of Officers and Board Members at-large shall take place.

*Section 2. **Nominations:*** The President shall appoint a nominating Committee of at least five (5) members of the Association, subject to the approval of the Board, in sufficient time for the nominating committee to interview prospective candidates and to reports its recommendations to the President for inclusion in the newsletter noted below. The recommendations of the Nominating Committee, accompanied by brief biographical sketches, will be included in the Association's newsletter published in advance of the October meeting to consider nominations.

*Section 3. **Meeting to Consider Nominations.*** At this meeting, upon presentation of the recommendations of the Nominating Committee, it shall be in order to accept additional nominations from the floor. At such time, it shall be in order for the person making a nomination to make a short nominating speech, provided the nomination receives a second. If any nominations from the floor are accepted at the October meeting-barring death or withdrawal of a candidate.

*Section 4. **Method of Voting and Qualifications:*** Voting for Officers and Board members at large shall be by secret ballot, which ballots shall be retained by the Recording Secretary and available for inspection until the next business meeting of the Association. Only members who are certified by the Recording Secretary and the Treasurer as paid up members as of the close of the October meeting may vote for a candidate at the annual meeting in November. In case of dispute, the decision as to a voter's qualifications shall be by the President, which decision shall be binding and final.

ARTICLE IX

Committees

*Section 1. **Creation of Committees:*** The Association may create committees from time to time in order to channel attention and/or energy and resources to matters considered important to the Association. Such committees may be either Standing or Ad Hoc.

*Section 2. **Standing Committees:*** The Association at a regular membership meeting may vote to create a standing committee, which shall exist until the Association votes to disband it. Such committees will normally focus on matters of continuing, long-standing interest to the Association and on which the Associations' views and opinions are frequently solicited by outside agencies or groups. All standing committee assignments, including the chairmanship of a committee, shall be chosen by the President, with the approval of the Board.

*Section 3. **Ad Hoc Committees:*** The President or the Board at a regular Membership meeting may create an ad hoc committee which shall last so long as the President shall deem it necessary in order to fulfill its objective. Ad Hoc committee assignments shall be voluntary, except that the chairperson shall be appointed by the President.

ARTICLE X

Appointive Officers

Section 1. The President shall have the authority to appoint members of the Association to positions to assist the President in carrying out the duties of that office.

ARTICLE XI

Remuneration

Section 1. The Association is a voluntary, non-profit organization and no remuneration shall be paid (except for necessary expenses incurred in carrying out the business of the Association) to any Member. However, the Board is empowered to appoint an Executive Directors, and appropriate staff to assist the Executive Director, at as the Board shall, from time to time, determine.

ARTICLE XII

Amendments to By-Laws

Section 1. Any proposed changes in these by-laws shall be presented at two (2) consecutive meetings of the Membership sponsored by at least three (3) members in good standing. Prior to each such meeting, the Association's monthly newsletter shall publish the proposed changes, and they may be voted upon as early as the second such meeting. If an amendment to the by-laws shall have been defeated, it cannot be offered again for at least six (6) months thereafter.

ARTICLE XIII

Parliamentary Authority and Effect

Section 1. Authority: "Robert's Rules of Order" (revised 8th edition, 1990) shall be observed at all meetings, except when they conflict with these By-laws, in which case the By-laws shall govern.

Section 2. Repealer: All By-laws heretofore in effect and governing the Association are hereby repealed. These By-laws shall take effect and remain in full force, until amended as provided herein, from the date of their approval by the Association, which approval shall be by the affirmative vote of a majority of these attending and voting at both the Board and Membership meetings when these By-laws are considered.

By-Laws and Amendments, 2007 revision, 1999 revision

Approved by the Board of Directors – October 1999

Approved by the Board of Directors and Membership at large – July 2007

The following sections were amended and are printed in red and italics:

ARTICLE IV – SECTION 3

Secretary's Signature of Certification: _____

